

PICHETTE PATRICK  
Form 4  
April 10, 2012

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
PICHETTE PATRICK

(Last) (First) (Middle)

C/O GOOGLE INC., 1600  
AMPHITHEATRE PARKWAY

(Street)

MOUNTAIN VIEW, CA 94043

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
Google Inc. [GOOG]

3. Date of Earliest Transaction  
(Month/Day/Year)  
04/09/2012

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
SVP & Chief Financial Officer

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  | Code                           | V   | Amount (A) or (D) Price   |  |   |
| Google Stock Unit (1)           | 04/09/2012                           |  | F                              |   | 143 (2) D \$ 632.32   | 13,586   | D   |
| Google Stock Unit (1)           | 04/09/2012                           |  | C                              |   | 162 D \$ 0  | 13,424   | D   |
| Class A Common Stock            | 04/09/2012                           |  | C                              |   | 162 A \$ 0  | 162  | D   |
| Class A Common                  | 04/10/2012                           |  | S                              |   | 162 D \$ 0  |  | D   |
|                                 |                                      |  |                                |   | 627.12  |  |   |

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|                                    |        |   |
|------------------------------------|--------|---|
| Stock                              |        |   |
| Google<br>Stock Unit<br><u>(3)</u> | 1,389  | D |
| Google<br>Stock Unit<br><u>(4)</u> | 13,747 | D |
| Google<br>Stock Unit<br><u>(5)</u> | 8,535  | D |
| Google<br>Stock Unit<br><u>(6)</u> | 4,323  | D |
| Google<br>Stock Unit<br><u>(7)</u> | 30,259 | D |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year)    | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|---|---|------------------------------|
| Option To Purchase Class A Common Stock    | \$ 635.15  |                                      |  |                                |   | Date Exercisable: 04/25/2015<br>Expiration Date: 04/04/2022 | Class A Common Stock  | 8,646                        |
| Option To Purchase Class A Common Stock    | \$ 635.15  |                                      |  |                                |   | Date Exercisable: 04/25/2016<br>Expiration Date: 04/04/2022 | Class A Common Stock  | 60,517                       |



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The GSUs vest as follows: 1/4th of GSUs vested on 12/1/2011 and 1/16th of shares vest each quarter thereafter, subject to continuing employment with Google on the applicable vesting dates.

- (5) The GSUs vest as follows: 1/4th of GSUs vested on 3/4/2010 and 1/16th of shares vest each quarter thereafter, subject to continuing employment with Google on the applicable vesting dates.
- (6) The Google Stock Units ("GSUs") entitle the reporting person to receive one share of Google Inc.'s Class A Common Stock for each share underlying the GSU as the GSU vests. 100% of GSUs will vest on April 25, 2015, subject to the Reporting Person's continued employment with Google on such date.
- (7) 100% of GSUs will vest on April 25, 2016, subject to the Reporting Person's continued employment with Google on such date.
- (8) The option provided for vesting as follows: 1/48th of the option shall vest on the vesting start date (1/6/12) and 1/48th each month thereafter until the option is fully vested, subject to continued employment with Google on the applicable vesting dates.
- (9) The option's vesting schedule is determined by adding 12 months to each vesting date under the canceled option's vesting schedule. In addition, the option will vest no sooner than September 9, 2009.
- (10) The option provided for vesting as follows: 1/4th of the option vested on 12/1/2011 and 1/48th vest each month thereafter until the option is fully vested, subject to continued employment with Google on the applicable vesting dates.

### Remarks:

All of the sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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